

First Union Commercial Corporation

One First Union Center
Charlotte, North Carolina 28288-0739
704 374-4900

01070 585030

**FIRST
UNION**

19345

19346

April 4, 1995

Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Room 2303
Washington, DC 20423

Re: Recordation of Documents Relating to Lease of 240 Railcars

Dear Sir or Madam:

On behalf of First Union Rail, a division of First Union Commercial Corporation, and filed pursuant to the requirements set forth in Part 1177 of Title 49 of the Code of Federal Regulations are two (2) originals of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

A short summary of the documents in accordance with Section 1177.3(d)(8) of Title 49 is as follows:

Lease Agreement between Commonwealth Edison Company, as Lessee, and First Union Rail, a division of First Union Commercial Corporation, as Lessor, dated as of January 9, 1995, relating to the lease two hundred (240) aluminum coal cars.

The names and addresses of the parties to the transaction shown above are as follows:

Commonwealth Edison Company
125 S. Clark Street
Chicago, Illinois 60690-0767

First Union Rail, a division of
First Union Commercial Corporation
6250 River Road, Suite 3005
Rosemont, Illinois 60018

A description of the equipment covered in the above referenced documents is provided in Exhibit A to the Memorandum of Lease Agreement.

counter part - E. K. and

The fee for recording these documents will be supplied by the Washington Service Bureau. The original set of documents along with the receipt for recording and any extra copies not required by your office should be given to the individual from the Washington Service Bureau, who has been selected by First Union to present this filing to your office.

Sincerely,

FIRST UNION COMMERCIAL CORPORATION

Linda H. Minter
Vice President

Enclosures

1p/1808J.WPD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of February, 1995, by and between First Union Rail, a division of First Union Commercial Corporation ("Lessor"), a North Carolina corporation, and Commonwealth Edison Company ("Lessee"), an Illinois corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of January 9, 1995, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL, A DIVISION OF
FIRST UNION COMMERCIAL CORPORATION

ATTEST:

By: Linda H. Minter
Name: Linda H. Minter
Title: Assistant Secretary

[CORPORATE SEAL]

By: David G. Taylor
Name: David G. Taylor
Title: Senior Vice President

Executed on this 1st day of February, 1995.

LESSEE:

COMMONWEALTH EDISON COMPANY

ATTEST:

By: R.R. Minter
Name: R.R. Minter
Title: Assistant Secretary

[CORPORATE SEAL]

By: James A. Small
Name: James A. Small
Title: Vice President


Executed on this 6 day of Feb, 1995.

STATE OF North Carolina

COUNTY OF Mecklenburg

I, Carol R. Lee, a Notary Public of the County and State aforesaid, certify that Linda H. Minter personally came before me this day and acknowledged that (s)he is Assistant Secretary of First Union Rail, a Division of First Union Commercial Corporation, a North Carolina corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Senior Vice President, sealed with its corporate seal and attested by Linda H. Minter as its Assistant Secretary.

WITNESS my hand and official stamp or seal, this 2nd day of Februray, 1995.



Notary Public

My Commission Expires:

August 8, 1998
(Notary Public)

STATE OF Illinois

COUNTY OF Cock

I, Mary L. Kwilos, a Notary Public of the County and State aforesaid, certify that R. R. Misely personally came before me this day and acknowledged that ~~(s)he~~ is Assistant Secretary of Commonwealth Edison Company, an Illinois corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by R. R. Misely as its Assistant Secretary.

WITNESS my hand and official stamp or seal, this 6th day of February, 1995.

Mary L. Kwilos
Notary Public

My Commission Expires:

10/26/97
(Notary Public)



EXHIBIT A
to
Memorandum of Lease

DESCRIPTION OF RAILCARS

CWEX3000	CWEX3030	CWEX3060	CWEX3090
CWEX3001	CWEX3031	CWEX3061	CWEX3091
CWEX3002	CWEX3032	CWEX3062	CWEX3092
CWEX3003	CWEX3033	CWEX3063	CWEX3093
CWEX3004	CWEX3034	CWEX3064	CWEX3094
CWEX3005	CWEX3035	CWEX3065	CWEX3095
CWEX3006	CWEX3036	CWEX3066	CWEX3096
CWEX3007	CWEX3037	CWEX3067	CWEX3097
CWEX3008	CWEX3038	CWEX3068	CWEX3098
CWEX3009	CWEX3039	CWEX3069	CWEX3099
CWEX3010	CWEX3040	CWEX3070	CWEX3100
CWEX3011	CWEX3041	CWEX3071	CWEX3101
CWEX3012	CWEX3042	CWEX3072	CWEX3102
CWEX3013	CWEX3043	CWEX3073	CWEX3103
CWEX3014	CWEX3044	CWEX3074	CWEX3104
CWEX3015	CWEX3045	CWEX3075	CWEX3105
CWEX3016	CWEX3046	CWEX3076	CWEX3106
CWEX3017	CWEX3047	CWEX3077	CWEX3107
CWEX3018	CWEX3048	CWEX3078	CWEX3108
CWEX3019	CWEX3049	CWEX3079	CWEX3109
CWEX3020	CWEX3050	CWEX3080	CWEX3110
CWEX3021	CWEX3051	CWEX3081	CWEX3111
CWEX3022	CWEX3052	CWEX3082	CWEX3112
CWEX3023	CWEX3053	CWEX3083	CWEX3113
CWEX3024	CWEX3054	CWEX3084	CWEX3114
CWEX3025	CWEX3055	CWEX3085	CWEX3115
CWEX3026	CWEX3056	CWEX3086	CWEX3116
CWEX3027	CWEX3057	CWEX3087	CWEX3117
CWEX3028	CWEX3058	CWEX3088	CWEX3118
CWEX3029	CWEX3059	CWEX3089	CWEX3119



Interstate Commerce Commission
Washington, D.C. 20423-0001

4/6/95

Office Of The Secretary

Linda H. Minter
Vice President
First Union Commercial Corporation
One First Union Center
Charlotte, North Carolina 282288-0739

Dear

Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/6/95 at 12:00PM, and assigned recordation number(s). 19345 and 19346.

Sincerely yours,

Vernon A. Williams
Vernon A. Williams
Secretary

Enclosure(s)

(0100585030)

\$ ~~42.00~~ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

Janice M. Fort